

SEC

18001457

Mail Processing Section

. AUDITED REPORT **FORM X-17A-5** FEB 282018 PART III

OMB APPROVAL

3235-0123 **OMB Number:** August 31, 2020 Expires:

Estimated average burden hours per response....

SEC FILE NUMBER

8- 66746

Washington-DC

FACING PAGE Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNIN	G <u>01</u>	./01/17 MM/DD/YY	AND ENDING_	12/31/17 MM/DD/	
			CATTON.	WINDDI	
A. R	EGISTRAN	T IDENTIFI	CATION		
NAME OF BROKER-DEALER: NAFA	CAPITAL M	ARKETS, LLC	2	OFFICIA	L USE ONLY
ADDRESS OF PRINCIPAL PLACE OF I	BUSINESS: (E	o not use P.O. I	Box No.)	FIRM	I.D. NO.
3700 W ROBINSON, STE. 204					
		No. and Street)	•		
NORMAN		ОК		73072	
(City)		(State)		(Zip Code)	
NAME AND TELEPHONE NUMBER O	F PERSON TO	CONTACT IN	REGARD TO THIS F	REPORT 5-272 - 9290	
				(Area Code – T	elephone Number)
В. А	CCOUNTA	NT IDENTIF	ICATION		
INDEPENDENT PUBLIC ACCOUNTAI					
	(Name - if i	ndividual, state last,	first, middle name)		
8750 N CENTRAL EXPRESSWAY,	STE 300	DALLAS	TX		7.5231
(Address)	(City))	(State)	(Zip Code)
CHECK ONE:					
X Certified Public Accountage Public Accountant		an any of its mos	cassions		
Accountant not resident in					
	FOR OF	FICIAL USE	ONLY	<u> </u>	
				•	
			,		

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

OATH OR AFFIRMATION

I, JOHN FRYREAR	, swear (or affirm) that, to the best of
my knowledge and belief the accompanying financial stater NAFA CAPITAL MARKETS, LLC	nent and supporting schedules pertaining to the firm of
of DECEMBER 31 , 20	17 , are true and correct. I further swear (or affirm) that
neither the company nor any partner, proprietor, principal classified solely as that of a customer, except as follows:	officer or director has any proprietary interest in any account
	<u> </u>
COURTNEY TROYANO Notary Public in and for the State of Oklahoma Commission #17004592 My Commission expires 5/15/2021 Notary Public	PRESIDENT Title
Computation for Determination of the Reserve Req (k) A Reconciliation between the audited and unaudite consolidation. (l) An Oath or Affirmation.	o Claims of Creditors. ments Pursuant to Rule 15c3-3. Requirements Under Rule 15c3-3. of the Computation of Net Capital Under Rule 15c3-1 and the
(m) A copy of the SIPC Supplemental Report. (n) A report describing any material inadequacies found	to exist or found to have existed since the date of the previous audit.

^{**}For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



Report of Independent Registered Public Accounting Firm

To the Board Members NAFA Capital Markets, LLC

Opinion on the Financial Statements

We have audited the accompanying statement of financial condition of NAFA Capital Markets, LLC (the Company) as of December 31, 2017, and the related statements of operations, changes in members' equity, and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Opinion on the Supplemental Information

The information in Schedule I has been subjected to audit procedures performed in conjunction with the audit of the Company's financial statements. The information in Schedule I is the responsibility of the Company's management. Our audit procedures include determining whether the information in Schedule I reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in Schedule I. In forming our opinion on the information in Schedule I, we evaluated whether the information in Schedule I, including its form and content, is presented in conformity with 17 C.F.R. § 240.17a-5. In our opinion, the information in Schedule I is fairly stated in all material respects in relation to the financial statements as a whole.

Dallas, Texas

February 26, 2018

We have served as the Company's auditor since 2016.

Moss Adams LLP

NAFA CAPITAL MARKETS, LLC

Statement of Financial Condition

December 31, 2017

ASSETS

Cash and cash equivalents	\$ 262,005
Deposits with clearing broker-dealer	100,114
Fees receivable	19,192
Prepaid expenses	7,756
Furniture, equipment and leasehold improvements at cost,	
less accumulated depreciation and amortization of \$43,447	4,827
Other assets	 5,426
Total Assets	\$ 399,320
LIABILITIES AND MEMBERS' EQUITY	
Liabilities	
Accounts payable and accrued expenses	\$ 156,167
Total liabilities	156,167
Members' equity	 243,153
Total Liabilities and Members' Equity	\$ 399,320

NAFA CAPITAL MARKETS, LLC

Statement of Operations

For the Year Ended December 31, 2017

Revenues: Commissions Advisory and consulting fee income	\$ 764,502 12,600
	777,102
Expenses:	
Employee compensation and benefits	533,777
Brokerage and clearing fees	34,678
Communications	15,505
Occupancy and equipment costs	62,824
Promotions costs	17,651
Data processing costs	25,550
Regulatory fees and expenses	10,879
Other	107,165
	808,029
Net loss	\$ (30,927)

NAFA CAPITAL MARKETS, LLC Statement of Changes in Members' Equity For the Year Ended December 31, 2017

Members' equity, beginning of year	\$ 274,080
Net loss	 (30,927)
Members' equity, end of year	\$ 243,153

NAFA CAPITAL MARKETS, LLC

Statement of Cash Flows

For the Year Ended December 31, 2017

Cash flows from operating activities		
Net income (loss)	\$	(30,927)
Adjustments to reconcile net income (loss) to net cash		
provided (used) by operating activities:		
Depreciation expense		1,761
Change in operating assets and liabilities:		
Increase in deposit at clearing broker-dealer		(94)
Decrease in fee receivables		950
Increase in prepaid expenses		(1,519)
Increase in other assets		(2,010)
Increase in accounts payable and accrued expenses		145,037
Net cash provided (used) by operating activities		113,198
		•
Cash flows from Investing activities		
Purchases of equipment		(3,510)
Net cash provided (used) by investing activities		(3,510)
Net increase (decrease) in cash and cash equivalents		109,688
Cash and cash equivalents at beginning of year	***************************************	152,317
Cash and cash equivalents at end of year	\$	262,005
Supplemental disclosures		
Cash paid for:	_	
Income taxes	\$	**
Interest	\$	

NAFA CAPITAL MARKETS, LLC Notes to Financial Statements December 31, 2017

Note 1 - Organization and Nature of Business

NAFA Capital Markets, LLC (the "Company") is an Oklahoma Limited Liability Company. Each member's liability is limited to its capital account. The Company is a broker-dealer in securities registered with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company operates under SEC Rule 15c3-3(k)(2)(ii), which provides that all the funds and securities belonging to the Company's customers would be handled by a clearing broker-dealer. In accordance with the provisions of this rule, the Company executes all of its customers' transactions on a fully-disclosed basis, through an unaffiliated clearing broker-dealer which carries the accounts and securities of the Company's customers. The Company is also registered as an investment advisor in Oklahoma and certain other states and is exempt from registering as an investment advisor with the SEC under sections 203(l) and 203(m) of the Investment Advisors Act of 1940 and related rules.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The financial statements present the financial position and results of operations of the Company in accordance with accounting principles generally accepted in the United States.

Securities Transactions

Profit and loss arising from all securities transactions entered into for the account and risk of the Company, principal transactions, are determined using the specific identification method and are recorded on a trade date basis.

Customer securities transactions, agency transaction, (and related commission revenue and expense) are recorded on a trade date basis.

Fee Income

The Company entered into investment advisory relationships with some of its clients. It receives quarterly management fees in arrears based on assets under management. Also, the Company earns advisory revenues from investment banking, financial and advisory services which include retainer fees and success fees. Retainer fees are recorded on a pro rata basis as the services related to the underlying transaction are earned under the terms of the engagement. Success fees are recorded when the underlying transactions are consummated.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company defines cash equivalents as highly liquid investments with original maturities of less than ninety days that are not held for sale in the ordinary course of business.

Furniture, Equipment and Leasehold Improvements

Furniture, equipment and leasehold improvements are stated at cost less accumulated depreciation and amortization. Depreciation is provided principally by the straight-line method using estimated useful lives of three to ten years. Leasehold improvements are amortized over the lesser of the economic useful life of the improvement or the term of the lease.

NAFA CAPITAL MARKETS, LLC Notes to Financial Statements December 31, 2017

Note 2 - Summary of Significant Accounting Policies, continued

Income Taxes

The Company is treated and taxed as a partnership for federal income tax purposes. Accordingly, any tax liability is the responsibility of the individual members.

Any potential interest and penalty associated with a tax contingency, should one arise, would be included as a component of income tax expense in the period in which the assessment arises. The Company's income tax returns are subject to examination over the statutes of limitations, generally three years from the date of filing.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 3 - Deposits with and Receivable from Clearing Broker-Dealers

Deposits with clearing broker-dealers include cash required to be maintained at the clearing broker-dealer for clearing and trading activities. Receivable from clearing broker-dealer is comprised of commissions and other items. Such amounts are normally collected within five days after month end.

Note 4 - Furniture & Equipment

A summary of furniture &, equipment at December 31, 2017 is as follows:

Furniture and fixtures Equipment	\$ 21,724 26,550
Less accumulated depreciation and amortization	48,274 43,447
	<u>\$4,827</u>

Note 5 - Commitments and Contingent Liabilities

Financial Instruments with Off-Balance-Sheet Risk

In the normal course of business, the Company's customer activities involve the execution, settlement, and financing of various customer securities transactions. These activities may expose the Company to off-balance-sheet risk in the event the customer or other broker is unable to fulfill its contracted obligations and the Company has to purchase or sell the financial instrument underlying the contract at a loss. The majority of the Company's transactions with off-balance-sheet risk are short-term in duration. In such instances, the Company is required to indemnify its clearing broker-dealer. Management was neither aware, nor had it been notified of any potentially material indemnification loss at December 31, 2017.

NAFA CAPITAL MARKETS, LLC Notes to Financial Statements December 31, 2017

Note 6 - Concentrations Risks

The Company has five customers located in Oklahoma who make up approximately 88% of its revenues. If these relationships are terminated the Company may be exposed to financial risk.

The Company maintains its cash in bank deposit accounts that, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant risk.

Note 7 - Operating Lease

The Company entered into a 5 year office lease agreement, effective December 2017. The lease expires November 30, 2022. The monthly basic rent under the agreement is \$2,011 per month. Rental expense for the year was \$57,244.

The following are the minimum lease payments that will have to be made in each of the years indicated based on operating leases in effect as of December 31, 2017:

Year Ending	
December 31,	
2018	\$ 24,127
2019	24,127
2020	24,127
2021	24.127
2022	24,127
Total minimum lease payments	\$ 120,635

Note 8 - Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At December 31, 2017, the Company had net capital of \$205,952 which was \$105,952 in excess of its required net capital of \$100,000. The Company's ratio of aggregate indebtedness to net capital ratio was .76 to 1.

Supplemental Information Pursuant to Rule 17a-5 of the Securities Exchange Act of 1934, as of December 31, 2017

Schedule I

NAFA CAPITAL MARKETS, LLC

Computation of Net Capital Under Rule 15c3-1

of the Securities and Exchange Commission

As of December 31, 2017

COMPUTATION OF NET CAPITAL

Total Members' Equity qualified for net capital		\$	243,153
Deductions and/or charges			
Non-allowable assets:			
Fees receivable	\$ 19,192		
Prepaid expenses	7,756		
Furniture, equipment and leasehold improvements	4,827		
Other assets	 5,426	<u>.,</u>	37,201
Net capital		\$	205,952
AGGREGATE INDEBTEDNESS			
Items included in statement of financial condition			
Accounts payable and accrued expenses		\$	156,167
Total aggregate indebtedness		\$	156,167

Schedule I (continued)

NAFA CAPITAL MARKETS, LLC Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission As of December 31, 2017

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum net capital required (6 2/3% of total aggregate indebtedness)	\$ 10,411
Minimum dollar net capital requirement of reporting broker or dealer	\$ 100,000
Net capital requirement (greater of above two minimum requirement amounts)	\$ 100,000
Net capital in excess of required minimum	\$ 105,952
Net capital less greater of 10% of aggregate indebtedness or 120% of minimum net capital	\$ 85,952
Ratio: Aggregate indebtedness to net capital	0.76 to 1

RECONCILIATION WITH COMPANY'S COMPUTATION

There were no material differences in this computation of net capital and the corresponding computation prepared by the Company and included in the unaudited Form X-17-A-5 Part II FOCUS Report filing as of the same date.



Report of Independent Registered Public Accounting Firm

To the Board Members NAFA Capital Markets, LLC

We have reviewed management's statements, included in the accompanying Exemption Report in which (1) NAFA Capital Markets, LLC identified the following provisions of 17 C.F.R. §15c3-3(k) under which NAFA Capital Markets, LLC claimed an exemption from 17 C.F.R. §240.15c3-3: (2)(ii) (the exemption provisions) and (2) NAFA Capital Markets, LLC stated that NAFA Capital Markets, LLC met the identified exemption provisions throughout the most recent fiscal year without exception. The NAFA Capital Markets, LLC's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about the NAFA Capital Markets, LLC's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the conditions set forth in paragraph (k)(2)(ii) of Rule 15c3-3 under the Securities Exchange Act of 1934.

Dallas, Texas

February 26, 2018

Moss Adams LLP



EXEMPTION REPORT

DECEMBER 31, 2017

Comes now the firm and makes the following statements that we believe are true and accurate to the best of our knowledge and belief:

- 1. The firm is exempt from Rule 15c3-3 under Section (k)(2)(ii), in which all transactions are cleared through another broker-dealer on a fully disclosed basis.
- 2. The firm met the identified exemption provisions throughout the most recent fiscal year without exception.

John E. Fryrear

President

INDEPENDENT ACCOUNTANT'S REPORT ON APPLYING

AGREED-UPON PROCEDURES

DECEMBER 31, 2017



Report of Independent Registered Public Accounting Firm on Applying Agreed-Upon Procedures

To the Board Members NAFA Capital Markets, LLC

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934 and with the SIPC Series 600 Rules, we have performed the procedures enumerated below, which were agreed to by NAFA Capital Markets, LLC (the Company) and the Securities Investor Protection Corporation (SIPC) with respect to the accompanying General Assessment Reconciliation (Form SIPC-7) of the Company for the year ended December 31, 2017, solely to assist you and the SIPC in evaluating the Company's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). Management is responsible for the Company's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the Public Company Accounting Oversight Board (United States). The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

- 1. Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries noting no differences;
- 2. Compared the total revenue amount reported on the Annual Audited Report Form X-17A-5 Part III for the year ended December 31, 2017 with the total revenue amount reported in Form SIPC-7 for the year ended December 31, 2017, noting no differences;
- 3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers, noting no differences;
- 4. Recalculated the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments, noting no differences; and,
- 5. We were unable to compare the amount of any overpayment applied to the current assessment with the Form SIPC-7 on which it was originally computed as there was no such overpayment amount stated on Form SIPC-7 and management represented to us that no such overpayment exists.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance with the applicable instructions of the Form SIPC-7. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

Dallas, Texas February 26, 2018

Moss Adams LLP

(35-REV 6/17)

SECURITIES INVESTOR PROTECTION CORPORATION P.O. Box 92185 Washington, D.C. 20090-2185 202-371-8300 General Assessment Reconciliation

For the fiscal year ended 12/31/2017

	ne instructions in your working Copy before	
TO BE FILED E	Y ALL SIPC MEMBERS WITH FISC	AL YEAR ENDINGS
1. Name of Member, address, Designated Expurposes of the audit requirement of SEC R	ramining Authority, 1934 Act registratio ule 17a-5:	n no. and month in which fiscal year ends for
13*13***2550********************************	3700 W. ROBINSON SUITE 204	Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@sipc.org and so indicate on the form filed. Name and telephone number of person to contact respecting this form.
İ	NORMAN, OU	JOHN FRYREAR
	73072	405-272-9290
	•	
2. A. General Assessment (item 2e from pa	ge 2)	s_1114;
B. Less payment made with SIPC-6 filed (c	exclude interest)	(<u> </u>
Date Paid		
C. Less prior overpayment applied		(n . 1 .
D. Assessment balance due or (overpay)	nent)	604
E. Interest computed on late payment (se	ee instruction E) fordays at 20%	
F. Total assessment balance and interes	t due (or overpayment carried forward)	s
G. PAID WITH THIS FORM: Check enclosed, payable to SIPC Total (must be same as F above)	\$	604
H Overpayment carried forward .	\$()
3 Subsidiaries (S) and predecessors (P) inc	uded in this form (give name and 1934	Act registration number):
The SIPC member submitting this form and the person by whom it is executed represent the that all information contained herein is true, and complete.	eby NAFA CA	APITAL MARKETS LCC of Corporation, Packnership or other organizations
Dated the 25 day of January . 2	o18. PRES	(Authorized Signature) JOHN FRY REAR
This form and the assessment payment is for a period of not less than 6 years, the is		il year. Retain the Working Copy of this form
CC Dalas:	ir maarin agarin 1 maas da maarin 4 waadan da maarin da da maa ka k	
Dates: Postmarked Received Calculations Exceptions: Disposition of exceptions:	Reviewed	
Calculations	Documentation	Forward Copy
Exceptions:		
Disposition of exceptions:		
or proposition of exceptions.	1	•

DETERMINATION OF "SIPC NET OPERATING REVENUES" AND GENERAL ASSESSMENT

Amounts for the fiscal period beginning 1/1/2017 and ending 12/31/2017

Item No. 2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030)	## Filminate cents 1 777, 102
2b. Additions: (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above.	
(2) Net loss from principal transactions in securities in trading accounts.	•
(3) Net loss from principal transactions in commodities in trading accounts.	
(4) Interest and dividend expense deducted in determining Item 2a.	
(5) Net loss from management of or participation in the underwriting or distribution of securities.	
(6) Expenses other than advertising, printing, registration fees and legal fees deducted in determin profit from management of or participation in underwriting or distribution of securities.	ing net
(7) Net loss from securities in investment accounts.	
Total additions	· Ø
2c. Deductions: (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuitles, from the business of insurance, from investadvisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products.	
(2) Revenues from commodity transactions	
(3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.	34,678
(4) Reimbursements for postage in connection with proxy solicitation.	
(5. Nat gain from securities in investment accounts.	Great Miles agreement of the party of the pa
(6) 100% of commissions and markups earned from transactions in (i) conflicates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.	
(7) Direct expenses of printing advertising and tegal leas incurred in connection with other revenual related to the securities business frevenue defined by Section 18(9)(L) of the Act).	
(8) Other revenue not related either directly or indirectly to the securities business. (See Instruction C):	
(Deductions in excess of \$100,000 require documentation)	
(9) (I) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 26:4, above) but not in excess of total interest and dividend income 3	- Anna Anna Anna Anna Anna Anna Anna Ann
21 43% of margin Interest partied on chalomera securities accounts (40% of FOCUS line 5. Code 3950.	
Enter the grades of line (% or (%)	
Forsi deductions	34,735
d SIPC Net Operating Revenues	3 742,367
e. Ganarai Assessment @ .0013	s_[[1+],